

RECORDATION NO. 27743-1 FILED

APR 30 '09 -4 00 PM

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ELIAS C. ALVORD (1942)
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OF COUNSEL
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SURFACE TRANSPORTATION BOARD

April 30, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release, dated April 30, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a partial release and relates to the Memorandum of Security Agreement and associated documents (38th Funding) which were previously filed with the Board under Recordation Number 27743.

The name and address of the party to the enclosed document are:

Warehouse Agent: Credit Suisse, New York Branch
Eleven Madison Avenue
New York, New York 10010

Collateral Agent: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

[Borrower: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, Texas 75207]

Anne K. Quinlan, Esquire
April 30, 2009
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A description of the railroad equipment covered by the enclosed document is:

72 railcars:

TILX 056208 – TILX 056224
TILX 056231 – TILX 056261 (not inclusive)
TILX 160884 – TILX 160908

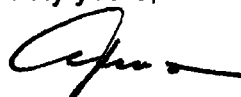
A short summary of the document to appear in the index is:

Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

**Release Re:--Trinity Rail Leasing Trust II sale of Railcars and related Leases
to TRIP Rail Leasing LLC**

April 30, 2009

This instrument (this "Release") is being entered into and delivered in connection with (i) the Amended and Restated Warehouse Loan Agreement dated as of August 7, 2007, among Trinity Rail Leasing Trust II ("TRLT-II"), Trinity Industries Leasing Company ("TILC"), Credit Suisse, New York Branch ("CSNYB") as agent thereunder (in such capacity, the "Warehouse Agent"), Wilmington Trust Company ("WTC") as Collateral Agent thereunder (WTC in such capacity, the "Collateral Agent") and the Lenders party thereto from time to time (the "Restated Warehouse Loan Agreement"), amending and restating the Warehouse Loan Agreement dated as of June 27, 2002, as amended (the "Original Warehouse Loan Agreement"), among TRLT-II, TILC, the Lenders party thereto from time to time, and CSNYB (formerly Credit Suisse First Boston, New York Branch), as agent thereunder (in such capacity, the "Original Warehouse Agent"); and (ii) the Amended and Restated Security Agreement dated as of August 7, 2007, among TRLT-II, the Warehouse Agent and the Collateral Agent (the "Restated Warehouse Security Agreement"), amending and restating the Security Agreement dated as of June 27, 2002, as amended (the "Original Warehouse Security Agreement") between TRLT-II and the Original Warehouse Agent.

WTC as Collateral Agent currently holds, pursuant to the Restated Warehouse Security Agreement, and CSNYB as Original Warehouse Agent formerly held, pursuant to the Original Warehouse Security Agreement, a security interest granted by TRLT-II in the railcars described on Schedule 1 hereto (such railcars, together with TRLT-II's right, title and interest in all components, parts and accessions to such cars and in all equipment attached or related thereto, and all manufacturer's warranties outstanding in connection therewith, being the "Railcars") and the related leases thereof described on Schedule 2 hereto (the "Leases") (the Railcars and Leases being the "Assets"), to secure TRLT-II's obligations under the Restated Warehouse Loan Agreement or Original Warehouse Loan Agreement, as applicable. CSNYB as Warehouse Agent consents to TRLT-II's disposition of the Assets by sale on or about the date hereof to TRIP Rail Leasing LLC ("TRIP"). WTC as Collateral Agent and CSNYB as Warehouse Agent and Original Warehouse Agent, by their respective signatures on this Release, hereby confirm and agree, without recourse to or warranty by the Collateral Agent, the Warehouse Agent, the Original Warehouse Agent, the Secured Parties (within the meaning of the Original Warehouse Security Agreement) or the Protected Parties (within the meaning of the Restated Warehouse Security Agreement), for the benefit of TRLT-II and TRIP (and its successor and assigns), that all of the Collateral Agent's, Warehouse Agent's or Original Warehouse Agent's right, title and interest in and to the Assets, whether held pursuant to the Restated Warehouse Security Agreement, the Original Warehouse Security Agreement or otherwise, is released and of no further effect.

[signatures follow]

Release by TRLT II

The undersigned have each executed and delivered this Release as of the date first written above.

CREDIT SUISSE, NEW YORK BRANCH, as
Warehouse Agent and Original Warehouse
Agent

By: 
Its: Josh Berg
Director

By: 
Its: ALEX SMITH
VICE PRESIDENT

WILMINGTON TRUST COMPANY, as
Collateral Agent

By: _____
Its: _____

The undersigned have each executed and delivered this Release as of the date first written above.

CREDIT SUISSE, NEW YORK BRANCH, as
Warehouse Agent and Original Warehouse
Agent

By: _____
Its: _____

By: _____
Its: _____

WILMINGTON TRUST COMPANY, as
Collateral Agent

By:  _____ Jose L. Paredes
Its: _____ Assistant Vice President

ACKNOWLEDGMENT

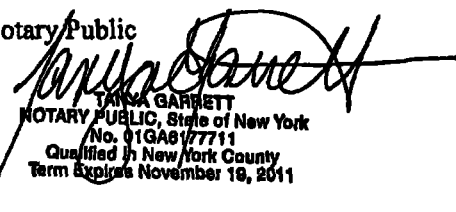
STATE OF _____)
COUNTY OF _____)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Josh Borg, who upon oath, acknowledged himself to be a Director of CREDIT SUISSE, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of CREDIT SUISSE, NEW YORK BRANCH.

WITNESS my hand and official seal this 30th day of April, 2009.

MY COMMISSION EXPIRES:

Notary Public


TANYA GARRETT
NOTARY PUBLIC, State of New York
No. 01GAS177711
Qualified in New York County
Term Expires November 18, 2011

STATE OF _____)
COUNTY OF _____)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Alex Smith, who upon oath, acknowledged himself to be a Vice President of CREDIT SUISSE, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of CREDIT SUISSE, NEW YORK BRANCH.

WITNESS my hand and official seal this 30th day of April, 2009.

MY COMMISSION EXPIRES:

Notary Public


TANYA GARRETT
NOTARY PUBLIC, State of New York
No. 01GAS177711
Qualified in New York County
Term Expires November 18, 2011

ACKNOWLEDGMENT

STATE OF Delaware
COUNTY OF New Castle

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Jose L. Parades, who upon oath, acknowledged himself to be a AVP of WILMINGTON TRUST COMPANY, and that s/he as such officer being authorized to do so, executed the foregoing Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of WILMINGTON TRUST COMPANY.

WITNESS my hand and official seal this 30th day of April, 2009.

Notary Public

MY COMMISSION EXPIRES:

Patrick A. Kanar

PATRICK A. KANAR

Notary Public - State of Delaware

My Comm. Expires April 1, 2010

TRIP RAIL LEASING LLC

Close 20

Schedule 1

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
1	TILX056208	1210	May-08	Freight
2	TILX056209	1210	May-08	Freight
3	TILX056210	1210	May-08	Freight
4	TILX056211	1210	May-08	Freight
5	TILX056212	1210	May-08	Freight
6	TILX056213	1210	May-08	Freight
7	TILX056214	1210	May-08	Freight
8	TILX056215	1210	May-08	Freight
9	TILX056216	1210	May-08	Freight
10	TILX056217	1210	May-08	Freight
11	TILX056218	1210	May-08	Freight
12	TILX056219	1210	May-08	Freight
13	TILX056220	1210	May-08	Freight
14	TILX056221	1210	May-08	Freight
15	TILX056222	1210	May-08	Freight
16	TILX056223	1210	May-08	Freight
17	TILX056224	1210	May-08	Freight
18	TILX056231	1210	May-08	Freight
19	TILX056233	1210	May-08	Freight
20	TILX056234	1210	May-08	Freight
21	TILX056235	1210	May-08	Freight
22	TILX056237	1210	May-08	Freight
23	TILX056238	1210	May-08	Freight
24	TILX056239	1210	May-08	Freight
25	TILX056240	1210	May-08	Freight
26	TILX056241	1210	May-08	Freight
27	TILX056242	1210	May-08	Freight
28	TILX056243	1210	May-08	Freight
29	TILX056244	1210	May-08	Freight
30	TILX056245	1210	May-08	Freight
31	TILX056246	1210	May-08	Freight
32	TILX056247	1210	May-08	Freight
33	TILX056248	1210	May-08	Freight
34	TILX056249	1210	May-08	Freight
35	TILX056250	1210	May-08	Freight
36	TILX056251	1210	May-08	Freight
37	TILX056252	1210	May-08	Freight
38	TILX056253	1210	May-08	Freight
39	TILX056254	1210	May-08	Freight
40	TILX056255	1210	May-08	Freight
41	TILX056256	1210	May-08	Freight
42	TILX056257	1210	May-08	Freight
43	TILX056258	1210	May-08	Freight
44	TILX056259	1210	May-08	Freight
45	TILX056260	1210	May-08	Freight
46	TILX056261	1210	May-08	Freight

TRIP RAIL LEASING LLC
Close 20

Schedule 1

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
47	TILX056348	1210	May-08	Freight
48	TILX160884	8962	July-08	Tank
49	TILX160885	8962	July-08	Tank
50	TILX160886	8962	July-08	Tank
51	TILX160887	8962	July-08	Tank
52	TILX160888	8962	July-08	Tank
53	TILX160889	8962	July-08	Tank
54	TILX160890	8962	July-08	Tank
55	TILX160891	8962	July-08	Tank
56	TILX160892	8962	July-08	Tank
57	TILX160893	8962	July-08	Tank
58	TILX160894	8962	July-08	Tank
59	TILX160895	8962	July-08	Tank
60	TILX160896	8962	July-08	Tank
61	TILX160897	8962	July-08	Tank
62	TILX160898	8962	July-08	Tank
63	TILX160899	8962	July-08	Tank
64	TILX160900	8962	July-08	Tank
65	TILX160901	8962	July-08	Tank
66	TILX160902	8962	July-08	Tank
67	TILX160903	8962	July-08	Tank
68	TILX160904	8962	July-08	Tank
69	TILX160905	8962	July-08	Tank
70	TILX160906	8962	July-08	Tank
71	TILX160907	8962	July-08	Tank
72	TILX160908	8962	July-08	Tank

TRIP RAIL LEASING LLC
Close 20

Schedule 2

Lessee Number

1210
8962

Lessee

ADM TRANSPORTATION CO
PPG INDUSTRIES INC

Rider Number

62
9

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

4/30/09



Robert W. Alvord